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SP

HEIMS & WYNN, PLC

Attorneys-At-Law

614 Villa Circle
Maitland, FL 32751

(407) 647-4366.

May24, 2004

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Filing of Profit LLC
HEIMS & WYNN, PLC


Dear Gentleman/Madame:

Enclosed are one original and one copy of the Articles of Organization and Designation of Resident Agent.
Also enclosed is a check in the amount of \$155.00, which represents the following:

- | | |
|--|----------|
| 1. Filing of the Articles of Organization | \$100.00 |
| 2. Filing of the Designation of Resident Agent | \$ 25.00 |
| 3. Certified Copy of the Articles | \$ 30.00 |

Please return the certified copies to this office after the filing of these documents. If you need anything further, please feel free to contact me.

Sincerely,



Norma A. Heims,
Esquire

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**ARTICLES OF ORGANIZATION
OF
HEIMS & WYNN, PLC**

The undersigned subscribers to these Articles of Organization, natural persons to contract, hereby form a Professional Limited Liability Company under Chapter 621 of the Florida Statutes and any other applicable laws of the State of Florida.

ARTICLE I. NAME

The name of this Limited Liability Company is: HEIMS & WYNN, PLC.

ARTICLE II. NATURE OF BUSINESS

This Limited Liability Company may engage in any activity of business permitted under the laws of The United States and of the State of Florida.

ARTICLE III. TERM OF EXISTENCE

The period or duration of this Limited Liability Company shall have perpetual existence.

ARTICLE IV. POWER

This Limited Liability Company is authorized and empowered to do all things necessary to carry on and accomplish the purposes for which it is organized and chartered, subject only to limitations imposed by the Articles of the Organization and Operating Agreement of HEIMS & WYNN, PLC, including all authority and power granted by Florida Law.

ARTICLE V. PURPOSE

The purpose for which this Limited Liability Company is organized and the nature of the business to be transacted by it is the rendering of professional legal services of every type, kind and nature. This Limited Liability Company shall engage in no other business other than the rendering of the professional services for which it is specifically

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incorporated; provided, however, that the corporation may invest its funds in real estate, mortgages, stocks, bonds, or any other type of investment, or own real and personal property necessary for the rendering of such professional services, and shall have such other powers and authority to transact and carry on such business as may be now or hereafter permitted under the applicable laws of the State of Florida with regard to *Professional Limited Liability Companies*.

ARTICLE VI. MEMBERSHIP INTERESTS

The initial Members and their Membership Interests shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OWNERSHIP</u>
NORMA A. HEIMS	614 Villa Circle Maitland, FL 32751	50%
SUSAN L. WYNN	560 Remington Oaks Drive Lake Mary, FL 32746	50%

Except as otherwise expressly provided in the Operating Agreement, no additional Members may be admitted to the Limited Liability Company through issuance by the Limited Liability Company of a new interest in the Limited Liability Company without the prior unanimous written consent of the current Members.

ARTICLE VII. LIMITATIONS ON MEMBERSHIP INTERESTS

- A. **Limited to Attorneys.** No one other than an individual who is duly licensed as an attorney under the laws of the State of Florida may have a Membership Interest of this Professional Limited Liability Company; nor may any Member enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.
- B. **Disqualification of an Attorney.** If any manager, Member, agent or employee of this Limited Liability Company who has been rendering professional services to the public becomes legally disqualified to render such services with the State of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial

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interest in, the limited liability company.

C. **Restriction on Transfer.** No Member of the Limited Liability Company may sell or transfer his Membership Interest except to another individual who is eligible to be a Member of the Limited Liability Company, and such sale or transfer any be made only after the same shall have been approved, at a Member meeting specifically called for that purpose, by not less than a majority of the percentage of Membership Interests at such Member meeting, exclusive of the Membership Interests proposed to be sold.

D. **Requirement of Buy and Sell Agreement.** In the event there is more than one Member in the Limited Liability Company, before Membership Interest is issued to the Members they must have negotiated with the other Members and/or the Limited Liability Company a buy and sell agreement providing for the redemption or disposition of their Membership Interest in the event their Membership Interest is terminated for any reason. An executed copy of the Buy and Sell Agreement must be filed with a Manager of the Limited Liability Company and made part of the records of the Limited Liability Company.

ARTICLE VIII. INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered agent of this Limited Liability Company is: 614 Villa Circle, Maitland, Florida 32751; and the name of the initial registered agent of this Limited Liability Company at that address is: NORMA A. HEIMS.

ARTICLE IX. PRINCIPAL PLACE OF BUSINESS

The address of the principal place of business of this Limited Liability Company is: 614 Villa Circle, Maitland, Florida 32751.

ARTICLE X. MANAGEMENT

This Limited Liability Company is to be managed by the Members listed in Article VI and is, therefore, a Member-managed company.

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ARTICLE XI. ORGANIZER

The name and address of the person signing these Articles are:

<u>NAME</u>	<u>ADDRESS</u>
NORMA A. HEIMS	614 Villa Circle, Maitland, FL 32751
SUSAN L. WYNN	560 Remington Oaks Drive, Lake Mary, FL 32746

ARTICLE XII. AMENDMENT

These Articles of Organization may be amended in the manner provided by the laws of the State of Florida and the Articles of Organization and Operating Agreement of the HEIMS & WYNN, PLC.

ARTICLE XIII. EFFECTIVE DATE

This limited liability company will become effective upon April 15, 2004.

IN WITNESS WHEREOF, the undersigned Subscribers have executed these Articles of Organization on 25th day of May, 2004.

Signed, sealed and delivered
in the presence of:

[Signature]
Witness #1: John Turchiano
[Signature]
Witness #2: Anthony C. Drake

[Signature]
NORMA A. HEIMS

[Signature]
Witness #1: Gail A. Blackburn
[Signature]
Witness #2: Rozie St. Andre


[Signature]
SUSAN L. WYNN

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared, NORMA A. HEIMS, personally known to me/or who produced DL as identification to be the person described herein as subscriber(s) and who executed the foregoing Articles of Organization.

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WITNESS my hand an official seal at Maitland, County of Orange
Florida on this 25 day of May, 2004.

(SEAL)  John Turchiano
My Commission DD264087
Expires November 02, 2007

John Turchiano
Notary Public
Print Name: John Turchiano
My Commission Expires:

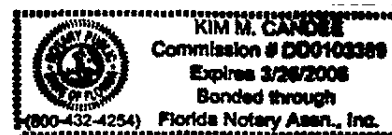
STATE OF FLORIDA
COUNTY OF Orange

BEFORE ME, the undersigned authority, personally appeared, SUSAN L. WYNN, personally known to me/or who produced drivers License (FL) as identification to be the person described herein as subscriber(s) and who executed the foregoing Articles of Organization.

WITNESS my hand an official seal at Maitland, County of Orange, Florida on this 24th day of May, 2004.

(SEAL)

Kim M. Candee
Notary Public
Print Name:
My Commission Expires:



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CERTIFICATE DESIGNATING REGISTERED AGENT
FOR LIMITED LIABILITY COMPANY

In pursuance to Chapter 608, Florida Statutes, the following is submitted in compliance with said Act.

First, that HEIMS & WYNN, PLC, desiring to organize under the laws of the State of Florida, with its principal office, as directed in the Articles of Organization in the state of Florida, has named its registered agent as NORMA A. HEIMS, with a registered office of 614 Villa Circle, Maitland, Florida 32751, to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated limited liability company at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in said Act.



NORMA A. HEIMS

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